

CHAPMAN AND CUTLER LLP

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June 14, 2007

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, D.C. 20423-0001

RECORDATION NO. 18043-1 FILED

JUN 14 '07 -1 15 PM

SURFACE TRANSPORTATION BOARD

Re: TTX Company  
Purchase of Railroad Equipment  
Termination of Lease of Railroad Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Lease of Railroad Equipment, dated as of June 14, 2007, between The Bank of New York Trust Company, N.A. (successor-in-interest to Ameritrust Texas, N.A.), not in its individual capacity, but solely as owner trustee (the "Owner Trustee") and lessor (the "Lessor") and TTX Company, as lessee (the "Lessee").

The enclosed document relates to (i) the Lease of Railroad Equipment (No. 37) dated as of December 15, 1992 between Owner Trustee as Lessor and Lessee (the "Lease"), a copy of which was recorded on December 15, 1992 at 8:45 A.M. under recordation number 18043, (ii) the Equipment Trust Agreement (No. 37) dated as of December 15, 1992 between BNY Midwest Trust Co. (successor-in-interest to Mercantile-Safe Deposit and Trust Company) as security trustee (the "Security Trustee") and the Owner Trustee (the "Equipment Trust Agreement," a copy of which was recorded on December 15, 1992 at 8:45 A.M. under recordation number 18043-A, and (iii) the Lease Supplement; Trust Agreement and Equipment Trust Agreement Supplement (No. 37) dated as of December 29, 1992 among the Lessee, the Owner Trustee and the Security Trustee (the "Supplement"), a copy of which was recorded on December 29, 1992 at 9:20 A.M. under recordation number 18043-B.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: The Bank of New York Trust Company, N.A.  
Attn: Ms. Mary Callahan, Vice President  
2 North LaSalle St., Suite 1020  
Chicago, IL 60602

Lessee: TTX Company  
101 North Wacker Drive  
Chicago, IL 60606

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Lease of Railroad Equipment consists of 52 Thrall Three-unit Double Stack Well Cars bearing the reporting marks within the series DTTX 25224 through DTTX 25277, 1 Thrall Single-unit Double Stack Well Car bearing the reporting mark DTTX 54431, 95 Gunderson Single-unit Double Stack Well Cars within the series DTTX 56775 through DTTX 56874, 142 Gunderson Five-unit Articulated Double Stack Well Cars within the series DTTX 75388 through DTTX 75535, and 96 Gunderson Five-unit Articulated Double Stack Well Cars within the series DTTX 720000 through 720111; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Termination of Lease of Railroad Equipment, dated as of June 14, 2007, between The Bank of New York Trust Company, N.A. (successor-in-interest to Ameritrust Texas, N.A.), not in its individual capacity, but solely as Owner Trustee, as Lessor, and TTX Company, as Lessee.


A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Patrick Vining

Enclosures

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
Thrall Three-unit Double Stack Well Cars	52	DTTX 25224 through DTTX 25248, inclusive, DTTX 25250, DTTX 25252 through DTTX 25277, inclusive
Thrall Single-unit Double Stack Well Car	1	DTTX 54431
Gunderson Single-unit Double Stack Well Cars	31	DTTX 56775 through DTTX 56776, inclusive, DTTX 56778 through DTTX 56803, inclusive, DTTX 56805 through DTTX 56807, inclusive
	63	DTTX 56808 through DTTX 56816, inclusive, DTTX 56818 through DTTX 56838, inclusive, DTTX 56840 through DTTX 56866, inclusive, DTTX 56868 through DTTX 56873, inclusive
	1	DTTX 56874

**Gunderson Five-unit  
Articulated Double Stack Well  
Cars**

**14 DTTX 75388 through DTTX 75392, inclusive,  
DTTX 75394 through DTTX 75401, inclusive,  
DTTX 75403**

**69 DTTX 75393,  
DTTX 75404 through DTTX 75414, inclusive,  
DTTX 75416 through DTTX 75459, inclusive,  
DTTX 75461 through DTTX 75473, inclusive**

**22 DTTX 75474 through DTTX 75494, inclusive,  
DTTX 75497**

**36 DTTX 75498 through DTTX 75518, inclusive,  
DTTX 75520 through DTTX 75534, inclusive**

**1 DTTX 75535**

**Thrall Five-unit Articulated  
Double Stack Well Cars**

**38 DTTX 720000 through DTTX 720020, inclusive,  
DTTX 720022 through DTTX 720035, inclusive,  
DTTX 720037 through DTTX 720039, inclusive**

**13 DTTX 720040 through DTTX 720049, inclusive,  
DTTX 720051 through DTTX 720053, inclusive**

**45 DTTX 720054 through DTTX 720056, inclusive,  
DTTX 720058 through DTTX 720059, inclusive,  
DTTX 720061 through DTTX 720085, inclusive,  
DTTX 720087 through DTTX 720091, inclusive,  
DTTX 720093,  
DTTX 720095 through DTTX 720099, inclusive,  
DTTX 720107 through DTTX 720108, inclusive,  
DTTX 720110 through DTTX 720111, inclusive**

**Total Units**

**386**

JUN 14 '07 -1 15 PM

**TERMINATION OF LEASE OF RAILROAD EQUIPMENT**

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT <sup>SUPREME TRANSPORTATION BOARD</sup> is made and entered into as of June 14, 2007 by and between THE BANK OF NEW YORK TRUST COMPANY, N.A. (successor-in-interest to Ameritrust Texas, N.A.), not in its individual capacity, but solely as Owner Trustee, as Lessor (the "*Lessor*") and TTX COMPANY, as Lessee (the "*Lessee*").

1. Lessor has heretofore leased to Lessee those certain railroad equipment set forth on Exhibit A attached hereto pursuant to the Lease of Railroad Equipment (No. 37), dated as of December 15, 1992 (as amended, modified or supplemented to date, the "*Lease*"), a copy of which was duly recorded with the Interstate Commerce Commission on December 15, 1992 at 8:45 A.M. under recordation number 18043.
2. The Lease is terminated effective as of the date hereof with respect to the railroad equipment set forth on Exhibit A attached hereto.
3. This Termination of Lease of Railroad Equipment shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK TRUST COMPANY,  
N.A. (successor-in-interest to Ameritrust  
Texas, N.A.), not in its individual capacity,  
but solely as Owner Trustee, as Lessor

By M Callahan  
Name: Mary Callahan  
Title: Vice President

Executed on this 11<sup>th</sup> day of June, 2007.

TTX COMPANY, as Lessee

By \_\_\_\_\_  
Name: Kathleen M. Savard  
Title: Vice President and  
Chief Financial Officer

Executed on this \_\_\_\_ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE BANK OF NEW YORK TRUST COMPANY,  
N.A. (successor-in-interest to Ameritrust  
Texas, N.A.), not in its individual capacity,  
but solely as Owner Trustee, as Lessor

By \_\_\_\_\_  
Name: Mary Callahan  
Title: Vice President

Executed on this \_\_\_\_ day of June, 2007.

TTX COMPANY, as Lessee

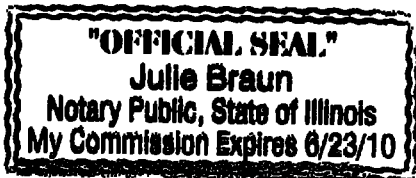
By Kathleen M. Savard  
Name: Kathleen M. Savard  
Title: Vice President and  
Chief Financial Officer

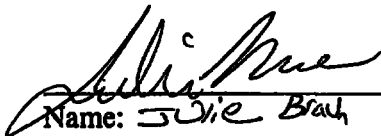
Executed on this 11<sup>th</sup> day of June, 2007.

STATE OF ILLINOIS       )  
                                  )  
COUNTY OF COOK       )       SS.:

On this, the 17<sup>th</sup> day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Mary Callahan, who being by me duly sworn, says that she is the Vice President of THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on June 17<sup>th</sup>, 2007 on behalf of said bank by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Name: Julie Braun  
Notary Public  
My Commission Expires: 6-23-10  
Residing in COOK

STATE OF ILLINOIS       )  
                                  )  
COUNTY OF COOK       )       SS.:

On this, the \_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Kathleen M. Savard, who being by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX COMPANY, that said instrument was signed on June \_\_, 2007 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_



STATE OF ILLINOIS       )  
                                      )  
COUNTY OF COOK       )       SS.:

On this, the \_\_\_\_ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Mary Callahan, who being by me duly sworn, says that she is the Vice President of THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on June \_\_, 2007 on behalf of said bank by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

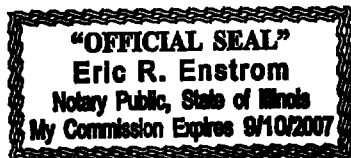
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS       )  
                                      )  
COUNTY OF COOK       )       SS.:

On this, the 11<sup>th</sup> day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Kathleen M. Savard, who being by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX COMPANY, that said instrument was signed on June 11, 2007 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Eric R. Enstrom  
Name:  
Notary Public  
My Commission Expires: 9/10/07  
Residing in DUPAGE COUNTY

**EXHIBIT A****UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>Thrall Three-unit Double Stack Well Cars</b>	<b>52</b>	<b>DTTX 25224 through DTTX 25248, inclusive, DTTX 25250, DTTX 25252 through DTTX 25277, inclusive</b>
<b>Thrall Single-unit Double Stack Well Car</b>	<b>1</b>	<b>DTTX 54431</b>
<b>Gunderson Single-unit Double Stack Well Cars</b>	<b>31</b>	<b>DTTX 56775 through DTTX 56776, inclusive, DTTX 56778 through DTTX 56803, inclusive, DTTX 56805 through DTTX 56807, inclusive</b>
	<b>63</b>	<b>DTTX 56808 through DTTX 56816, inclusive, DTTX 56818 through DTTX 56838, inclusive, DTTX 56840 through DTTX 56866, inclusive, DTTX 56868 through DTTX 56873, inclusive</b>
	<b>1</b>	<b>DTTX 56874</b>

Gunderson Five-unit Articulated Double Stack Well Cars	14	DTTX 75388 through DTTX 75392, inclusive, DTTX 75394 through DTTX 75401, inclusive, DTTX 75403
	69	DTTX 75393, DTTX 75404 through DTTX 75414, inclusive, DTTX 75416 through DTTX 75459, inclusive, DTTX 75461 through DTTX 75473, inclusive
	22	DTTX 75474 through DTTX 75494, inclusive, DTTX 75497
	36	DTTX 75498 through DTTX 75518, inclusive, DTTX 75520 through DTTX 75534, inclusive
	1	DTTX 75535
Thrall Five-unit Articulated Double Stack Well Cars	38	DTTX 720000 through DTTX 720020, inclusive, DTTX 720022 through DTTX 720035, inclusive, DTTX 720037 through DTTX 720039, inclusive
	13	DTTX 720040 through DTTX 720049, inclusive, DTTX 720051 through DTTX 720053, inclusive
	45	DTTX 720054 through DTTX 720056, inclusive, DTTX 720058 through DTTX 720059, inclusive, DTTX 720061 through DTTX 720085, inclusive, DTTX 720087 through DTTX 720091, inclusive, DTTX 720093, DTTX 720095 through DTTX 720099, inclusive, DTTX 720107 through DTTX 720108, inclusive, DTTX 720110 through DTTX 720111, inclusive
Total Units	386	

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/14/07



\_\_\_\_\_  
Robert W. Alvord